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## FORM D

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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1	DATE RECEIVED	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Majestic Diamonds & Metals, Inc SERIES D	MAIL (2)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	RECEIVED C
Type of Filing: New Filing Amendment	Val
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A. BASIC IDENTIFICATION DATA	2/200-
1. Enter the information requested about the issuer	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	186 ETON
Majestic Diamonds & Metals, Inc.	\\\ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
10900 NE 4th ST., Suite 2300, Bellevue, WA 98004	425-990-1009
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	<u> </u>
Mineral Exploration and Natural Resource Development	
Type of Business Organization	DDACECCEN
	please specify): PROCESSED
business trust   limited partnership, to be formed	F
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Month Year	
	mated £
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	THOMSON
CN for Canada; FN for other foreign jurisdiction)	FINANCIAL
GENERAL INSTRUCTIONS	· · · · · · · · · · · · · · · · · · ·
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C

77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION-

Failure to file notice in the appropriate states will not result in a toss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filling of a federal notice.

,		A. BASIC ID	ENTIFICATION DATA		
2. Enter the information re	quested for the fo	llowing:			
<ul> <li>Each promoter of the</li> </ul>	he issuer, if the is	suer has been organized t	within the past five years;		
Each beneficial own	ner having the pow	er to vote or dispose, or d	lirect the vote or disposition	of, 10% or more of	a class of equity securities of the issu
<ul> <li>Each executive offi</li> </ul>	icer and director o	f corporate issuers and o	f corporate general and ma	naging partners of 1	partnership issuers; and
• Each general and π	nanaging partn <del>e</del> r o	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, in	f individual)				
Business or Residence Addres 10126 25th AVE SE, Eve	•	Street, City, State, Zip C	Code)		· · · · ·
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Jacobi, Pedro	f individual)				
Business or Residence Addre Caixa Postal 08872, Agei	•	Street, City, State, Zip C 70312-970	Code)		
Check Box(es) that Apply:	Promoter .	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Ekblad, Gene	f individual)			.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
10900 NE 4th ST, Suite 2	300, Bellevue,	WA 98004			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	(individual)				
Olander, Peter					
Business or Residence Addres 10900 NE 4th ST, Suite 2	•	Street, City, State, Zip C WA 98004	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Meyer, Stephan	f individual)				
Business or Residence Addre 10900 NE 4th ST, Suite 2	•		Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
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Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)	,	
	(Use bla	1 . 4 . 4	e additional copies of this :	sheet, as necessary)	
		. History	2 of 9		

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?  Does the offering permit joint ownership of a single unit?  Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a brock or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer register with the SEC and/or with a state or states, list the name of the broker or dealer.  If a person to be listed is an associated person of such a broker or dealer register with the SEC and for with a state or states, list the name of the broker or dealer.  If a person to be listed is an associated Broker or Dealer  Gates in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Annu of Associated Broker or Dealer  Clack in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Annu of Associated Broker or Dealer  Clack "All States" or check individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Annu of Associated Broker or Dealer  Cla	1.		1			B, 11	NFORMATI	ON ABOU	T OFFERI	NG				- ;
Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?  Does the offering permit joint ownership of a single unit?  Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer or though the section of the state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Unil Name (Last name first, if individual)  WA  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All Stat  AL AK AZ AR CA CO CT DE DC FI GA HI III  MAT NE NY NH NN NM NY NC ND OH OK NB MY  RIT SC SD TN TX UT VT VA WA WV WI WY P  Susiness or Residence Address (Number and Street, City, State, Zip Code)  Name ôf Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All Stat  AL AK AZ AR CA CO CT DE DC FI GA HI Stat  Susiness or Residence Address (Number and Street, City, State, Zip Code)  Name ôf Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual)  Name (Last name first, if individual)  Name (Last name first, if individual)  Name (Last name first, if individual)	• •	Has the	issuer solo	l or does th	ne issner ir	ntend to se	ll to non-a	ccredited in	nvestors in	this offeri	ng?		Yes . <b>I</b>	No □
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# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt		<b>s</b>
	Equity	1,100,000.00	\$_170,000.00
	Common Preferred		
	Convertible Securities (including warrants)	<u> </u>	\$ <u>·</u>
	Partnership Interests	<b>5</b>	<b>s</b>
	Other (Specify)	<b>5</b>	<b>s</b>
	Total	1,100,000.00	<b>\$</b> 170,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number	Dollar Amount
		Investors	of Purchases \$ 170,000.00
	Accredited Investors		·
	Non-accredited Investors		<b>s</b>
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total	<u>.                                    </u>	\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$_5,000.00
	Legal Fees		\$ 15,000.00
	Accounting Fees	_	\$ 20,000.00
	Engineering Fees	<del></del>	s
	Sales Commissions (specify finders' fees separately)	_	<b>s</b>
	Other Expenses (identify) State Filing/Offering Doc Prep/Marketing Expenses	_	\$ 20,000.00
	Total	_	\$ 60,000.00

	C. OFFERING PRICE, NUM	IBER OF INVESTORS, EXPENSES AND USE	OF PROCEI	EDS			
	b. Enter the difference between the aggregate offe and total expenses furnished in response to Part C—proceeds to the issuer."	- Question 4.a. This difference is the "adjusted;	gross		s	040,000.00	0
5.	Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for a check the box to the left of the estimate. The total opposeeds to the issuer set forth in response to Par	ny purpose is not known, furnish an estimate of the payments listed must equal the adjusted (	and and				
			Of Dire	ments to fficers, ectors, & iliates		ayments to Others	<b>,</b>
	Salaries and fees				₽ S	120,000.0	)0
	Purchase of real estate						
	Purchase, rental or leasing and installation of ma		<u> </u>		_		
	and equipment		🗀 <b>s</b>		<b>≥</b> \$_	55,000.0	<u> </u>
	Construction or leasing of plant buildings and fa-	cilities	<b> \$</b>		<b>S_</b>		
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass	sets or securities of another					
	issuer pursuant to a merger)		_		_		
	Repayment of indebtedness		_		□ \$_	90,000.0	
	Working capital  Other (specify): Exploration and Development	of Mineral Properties			<b>□</b> 2	470,000.0	<u> </u>
	Other (specify): Exploration and Development	of Willeran Properties	[] <b>s</b>		<b>⋈</b> 2	470,000.0	<del></del>
	Professional Services/Technical Reports/Misc.		<u></u> 	<u></u>	<b>Ø</b> \$_	95,000.00	) <i>′</i>
	Column Totals		🖬 \$ <sup>21</sup>	0,000.00	<b>₽</b>  \$	830,000.	00
	Total Payments Listed (column totals added)			s_1,0			
F .	<del> </del>	D. FEDERAL SIGNATURE				•	Ī
sig	e issuer has duly caused this notice to be signed by the mature constitutes an undertaking by the issuer to fu information furnished by the issuer to any non-ac	e undersigned duly authorized person. If this i	mmission, u	ipon written	e 505, i reque	the follow est of its st	ing aff,
Īss	uer (Print or Type)	Signature /	Date				
М	ajestic Diamonds & Metals, Inc.	Walfley	March	15, 2007 			
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)					
W	alter W. Guidice	CEO/Chairman	200				
		JES SEAL	S, INC				
		NEVADA					

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		•	
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>X</b>	

See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Majestic Diamonds & Metals, Inc.	Walter	March 15, 2007
Name (Print or Type)	Title (Print or Type)	
Walter W. Guidice	CEO/Chairman	



#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## **APPENDIX** 2 5 3 1 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited Yes State No Investors · Investors Yes No Amount Amount ΑL ΑK ΑZ AR Equity - Max 500k X × CA Equity - Max 500k × X $\mathbf{CO}$ CT DE DC FL GA HI Equity - Max 500k ID X IL X Equity - Max 500k IN IΑ KS KY LA ME MD MΑ ΜI MN MS

### **APPENDIX** 1 2 3 4 5 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors Yes No Amount Amount MO MT NE NV X Equity - Max 500k X NH NJ NM NY NC ND ОН OK OR PA RI ŠC SD TN TXUT × Equity - Max 200k × VT VA\$170,000.00 Equity - Max 1M 2 X WA X wv WI

ė				APPI	ENDIX				;	
. 1		2	3 Type of security						lification	
	to non-a	to sell accredited is in State 3-Item 1)	and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			under State ULG (if yes, attach explanation of waiver granted (Part E-Item 1		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY					· ·					
PR										

END